FORM D

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR INIFORM LIMITED OFFERING EXEMPTION

	<del></del>
OMB A	PPROVAL
Expires: Estimated averag	3235-0076 April 30, 2008 le burden 16.00
SEC U	SE ONLY
Prefix	Serial
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DATE F	RECEIVED
J	1



Name of Offering	(☐ check if this is an an	nendment and name	has changed, and i	ndicate change.)	·	
•	partnership interests of T		• .	,		
Filing Under (Check b	pox(es) that apply):	☐ Rule 504	☐ Rule 505	☑ Rule 506	☐ Section 4(6)	☐ ULOE (\$)
Type of Filing:	☐ New Filing					The second of th
		A. BASI	CIDENTIFICAT	ION DATA		2300
Enter the inform	ation requested about the	issuer				- 1 1 2000 J
Name of Issuer	check if this is an am	endment and name h	nas changed, and in	dicate change.		
The Zeno Master Fu	ınd, L.P.					143 45 AP
Address of Executive	Offices		(Number and Stre	et, City, State, Zip Co	de) Telephone i	Number (Including Area Code)
c/o Structured Servi 89119	icing Transactions Grou	p. اـد.اد.C., 2215 B Re	naissance Dr., Ste	. 5, Las Vegas, NV		(203)351-2873
Address of Principal (	Offices		(Number and Stre	et, City, State, Zip Co	de) Telephone I	Number (Including Area Code)
(if different from Exec	cutive Offices)					
Brief Description of B	usiness: Private Inv	estment Company				WESSEN
	<u> </u>					ALIG 7 & 200e
Type of Business Org	_	. 🖼			<b>-</b>	A SO & I EUDE
	☐ corporation☐ business trust		partnership, already partnership, to be fo		other (please	PROPERTY
			Month	Year		, VIII L
Actual or Estimated [	Date of Incorporation or Or	ganization:	0 3	0	<b>4</b> ⊠ A	ctual
Jurisdiction of Incorpo	oration or Organization: (E	Enter two-letter U.S. 1	Postal Service Abbr	eviation for State;	<del></del>	<del></del>
		С	N for Canada; FN fo	or other foreign jurisdi	ction)	DE
CENERAL INSTRUC	PIONS					

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are

SEC 1972 (5-05) DC-840866 v1 0304749-0115

not required to respond unless the form displays a currently valid OMB control number. A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: □ Promoter ☐ Executive Officer ☐ Director ☐ Beneficial Owner □ General and/or Managing Partner Full Name (Last name first, if individual): Structured Servicing Transactions Group, L.L.C. Business or Residence Address (Number and Street, City, State, Zip Code): 2215-B Renaissance Drive, Suite 5, Las Vegas, Nevada 89119 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual): Upper Shad Associates II. LLC Business or Residence Address (Number and Street, City, State, Zip Code): 245 Upper Shad Road, Pound Ridge, NY 10526 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director □ General and/or Managing Partner Full Name (Last name first, if individual): Atlantic Asset Management, L.L.C. Business or Residence Address (Number and Street, City, State, Zip Code): 2187 Atlantic Street, Stamford, CT 06902 Check Box(es) that Apply: ☐ Beneficial Owner □ Executive Officer □ Director Promoter □ General and/or Managing Partner Full Name (Last name first, if individual): Monumental Life Insurance Company Business or Flesidence Address (Number and Street, City, State, Zip Code): c/o Structured Servicing Transactions Group, L.L.C., 2215 B Renaissance Drive, Suite 5, Las Vegas, Nevada 89119 Check Box(es) that Apply: ☐ Beneficial Owner ☐ General and/or Managing Partner □ Promoter □ Director Full Name (Last name first, if individual): Brownstein Donald, I. Business or Flesidence Address (Number and Street, City, State, Zip Code): c/o Structured Servicing Transactions Group, L.L.C., 2215 B Renaissance Drive, Suite 5, Las Vegas, Nevada 89119 ☐ General and/or Managing Partner Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner □ Director Full Name (Last name first, if individual): Russell, Christopher Business or Flesidence Address (Number and Street, City, State, Zip Code): c/o Structured Servicing Transactions Group, L.L.C., 2215 B Renaissance Drive, Suite 5, Las Vegas, Nevada 89119 □ Director Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ General and/or Managing Partner Full Name (Last name first, if individual): Sellers, Ronald Business or Flesidence Address (Number and Street, City, State, Zip Code): c/o Atlantic Asset Management, L.L.C. 2187 Atlantic Street, Stamford, CT 06902 Check Box(es) that Apply: ☐ Promoter ☐ Executive Officer ☐ General and/or Managing Partner □ Director Full Name (Last name first, if individual): The Zeno Fund, L.P.

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c/o Structured Servicing Transactions Group, L.L.C.,

2215 B Renaissance Drive, Suite 5, Las Vegas, Nevada 89119

Business or Flesidence Address (Number and Street, City, State, Zip Code):

<ul><li>Each beneficial own</li><li>Each executive office</li></ul>	ne issuer, if the iss ner having the pov cer and director o	ollowing: suer has been organized wi wer to vote or dispose, or d		of, 10% or more of	a class of equity securities of the issuer; rtnership issuers; and
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual):	The Zeno Offshore I	Fund, Ltd.		
Business or Flesidence Add	ress (Number and	Street, City, State, Zip Co	,	-	ons Group, L.L.C., Las Vegas, Nevada 89119
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual):				
Business or Residence Add	ress (Number and	Street, City, State, Zip Co	de):		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual):	·	<u> </u>		
Business or Residence Add	ress (Number and	Street, City, State, Zip Co	de):		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual):				
Business or Residence Add	ress (Number and	d Street, City, State, Zip Co	de):		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual):				
Business or Residence Add	ress (Number and	Street, City, State, Zip Co	de):		
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual		<u> </u>	<del> </del>	
Business or Residence Add	ress (Number and	Street, City, State, Zip Co	de):		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual):				331 331
Business or Residence Add	ress (Number and	Street, City, State, Zip Co	de):		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual):	<u></u>			
Business or Residence Add	ress (Number and	Street, City, State, Zip Co	de):	<u> </u>	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

1. Ha	s the issue	r sold, or d	loes the is	suer intend				stors in thi umn 2, if f				☐ Yes	⊠ No
2. WI	nat is the m	inimum inv	estment tl	hat will be	accepted t	from any i	ndividual?.		***************************************				000,000* y be waived
3. Do	es the offe	ring permit	joint owne	ership of a	single uni	t?						☑ Yes	□No
an off an	ter the information to the terminal ter	on or simil person to b state or sta	ar remune se listed is ates, list th	ration for s an associate name of	solicitation ated perso the broke	of purcha: n or agent r or dealer	sers in cor t of a broke . If more t	nection wi er or deale han five (5	th sales of r registere ) persons	securities d with the to be listed	in the SEC d are		
Full Nar	ne (Last na	me first, if	individual)	)									
Busines	s or Reside	ence Addre	ess (Numb	er and Str	eet, City, S	State, Zip (	Code)						
Name o	f Associate	d Broker o	r Dealer								,		
	n Which Pe heck "All St					olicit Purch	nasers		-				☐ All States
[AL]	☐ [AK]	☐ [AZ]	☐ [AR]		,	[CT]	☐ [DE]	☐ [DC]	☐ [FL]	☐ [GA]	☐ [HI]	□ [ID]	
	□ [IN]	□ [IA]	☐ [KS]	☐ [KY]	☐ [LA]	☐ [ME]	☐ [MD]	☐ [MA]	☐ [MI]	☐ [MN]	☐ [MS]	[MO]	
[] [MT]	□ [NE]	□ [NV]	□ [NH]	□ [NJ]	□ [NM]	□ [NY]	☐ [NC]	□ [ND]	□ [OH]	□ [OK]	□ [OR]	☐ [PA]	
□ [RI]	☐ [SC]	☐ [SD]	□ [TN]	□ [TX]	[TU]	□ [VT]	□ [VA]	☐ [WA]	□ [WV]	[WI]	□ [WY]	☐ [PR]	
Full Nar	ne (Last na	me first, if	individual)	)									
Busines	s or Reside	ence Addre	ess (Numb	er and Str	eet, City, S	State, Zip (	Code)						
Name o	f Associate	d Broker o	r Dealer										
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[™]	□ [NE]	□ [NV]	□ [NH]	□ [NJ]	□ [NM]	□ [NY]	☐ [NC]	□ [ND]	[HO]	□ [OK]	□ [OR]	☐ [PA]	
[RI]	☐ [SC]	☐ [SD]	☐ [TN]	□ [TX]	[TU]	□ [VT]	□ [VA]	□ [WA]	□ [WV]	□ [WI]	□ [WY]	☐ [PR]	
Full Nar	ne (Last na	me first, if	individual	)									
Busines	s or Reside	ence Addre	ess (Numb	er and Str	eet, City, S	State, Zip (	Code)						
Name o	f Associate	d Broker o	r Dealer										
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[MT]	□ [NE]	□ [NV]	□ [NH]	□ [NJ]	□ [NM]	□ [NY]	☐ [NC]	□ [ND]	□ [OH]	□ [OK]	□ [OR]	□ [PA]	
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**B. INFORMATION ABOUT OFFERING** 

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

<ol> <li>Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.</li> </ol>		
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$	\$
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	<b>\$</b>	\$
Partnership Interests	\$ 100,000,000	\$ 49,104,169
Other (Specify) Limited Partnership Interests)	···	\$
Total	\$ 100,000,000	\$49,104,169
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	2	\$49,104,169
Non-accredited Investors		\$
Total (for filings under Rule 504 only)	··	\$
Answer also in Appendix, Column 4, if filing under ULOE  3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1.		
Type of Offering	Types of Security	Dollar Amount Sold
Rule 505	···	\$
Regulation A	·· ·	\$
Rule 504		\$
Total		\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		\$
Printing and Engraving Costs		\$
Legal Fees	🛛	\$ 14,491
Accounting Fees		\$
Engineering Fees		\$
Sales Commissions (specify finders' fees separately)		\$
Other Expenses (identify)		\$
Total	🛮	\$ 14,49 <u>1</u>

adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b. above.  Payments to Officers, Directors & Affiliates  Purchase of real estate  Purchase of real estate  Purchase, rental or leasing and installation of machinery and equipment.  Construction or leasing of plant buildings and facilities.  Acquisition of other businesses (including the value of securities involved in this offering hat may be used in exchange for the assets or securities of another issuer pursuant to a merger.  Repayment of indebtedness  Working capital  Other (specify):  D. FEDERAL SIGNATURE  This issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following sign constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furly by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Sule 502.	Question 1 are "adjusted grown				AND USE OF PR		·
used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b. above.  Payments to Officers. Directors & Affiliates  Others  Salaries and fees		nd total expenses furnished in response to	Part C-Question 4.a. This difference	ence is the		<u>\$</u>	99,985,509
Salaries and fees	used for each estimate and	of the purposes shown. If the amount for check the box to the left of the estimate. T	any purpose is not known, furnis he total of the payments listed m	h an iust equal			
Purchase of real estate	ine adjusted (	gross proceeds to the issuer set forth in res	ponse to Part C - Question 4.b.	above.	Officers, Directors &		Payments to Others
Purchase, rental or leasing and installation of machinery and equipment	Salari	es and fees			\$		\$
Construction or leasing of plant buildings and facilities	Purch	ase of real estate			\$		\$
Construction or leasing of plant buildings and facilities	Purch	ase, rental or leasing and installation of ma	achinery and equipment	_	\$	<del></del>	\$
offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger					\$		\$
offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger	Acqui	sition of other businesses (including the va	lue of securities involved in this				·
Repayment of indebtedness   \$   \$   \$   \$   \$   \$   \$   \$   \$	offerin	ng that may be used in exchange for the as	sets or securities of another issu-	er	\$		\$
Working capital Syspecial	•	_			\$	<del></del>	<u> </u>
Other (specify):  Column Totals  Column Totals  Total payments Listed (column totals added)  D. FEDERAL SIGNATURE  This issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following sign constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furby the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Signature  Date August 17, 20					\$		\$99,985,50
Column Totals				_	\$		-
Column Totals				_	\$		
Total payments Listed (column totals added)  D. FEDERAL SIGNATURE  This issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following sign constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnity by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  The Zeno Master Fund, LePa	Colun			_	\$		\$99,985,509
D. FEDERAL SIGNATURE  This issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following sign constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information fur by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Bute 502.  Issuer (Print or Type)  Signature  Date  August 17, 20				_			- · ·
This issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following sign constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnity by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Date  August 17, 20		,		· · · · · · · · · · · · · · · · · · ·			
constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnish to the usual to paragraph (b)(2) of Bute 502.  Issuer (Print or Type)  Date  August 17, 20							
The Zeno Master Fund, L.P. August 17, 20	constitutes an un	dertaking by the issuer to furnish to the U.S	S. Securities and Exchange Com	son. If this ramission, up	notice is filed under R on written request of	ule 505, the its staff, the	e following signature e information furnished
	Issuer (Print or T	ype)	Signature				
Name of Oliman (Dulahan Tuma)		•	///	un			· · · · · · · · · · · · · · · · · · ·
Name of Signer (Print or Type)  Christopher Russell  Title of Signer (Print or Type)  By Structured Servicing Transactions Group,  General Partner, by Upper Shad Associates, L  Managing Member, by Christopher Russell, COO			Title of Signer (Print or Type) By Structured S General Partner Managing Member	ervic by U	ing Transac Jpper Shad Christopher	tions Assoc Russ	Group, LLC, iates, LLC, ell, COO

# **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE	
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	☐ Yes    No
	See Appendix, Column 5, for state response.	
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is (17 CFR 239.500) at such times as required by state law.	s filed a notice on Form D
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, informatio	n furnished by the issuer to offerees.
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitle Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of establishing that these conditions have been satisfied.	
	issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its to orized person.	behalf by the undersigned duly
Issue	er (Print or Type) Signature	
T <u>he</u>	Zeno Fund, L.P.	August 17, 2006
	re of Signer (Print or Type)  Stopher Russell  Stopher Russell  General Partner, by Upper Shad Managing Member, by Christophe	ctions Group, LLC, Asso <del>ciates, LLC,</del> r Russell, COO

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

		4.30		AP	PENDIX			ar tagarri	
1	2	2	3		,	4		5	
	Intend to non-ad investors (Part B -	ccredited s in State	Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of investor and amount purchased in State (Part C – Item 2)				
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
СО		1							
СТ									
DE									
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NV		х	\$100,000,000	1	\$29,104,169	0	\$0		х
NH									
NJ									
NM									

				AP	PENDIX				
1	2	2	3			5			
	to non-ad	to sell ccredited s in State - Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of investor and Amount purchased in State (Part C – Item 2)				
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NY									
NC							· · · · · · · · · · · · · · · · · · ·		
ND									
ОН									
ок							· <del>"</del>		
OR									
PA				····					
RI									
sc									
SD									
TN									
тх									
UT									
VT									
VA									
WA									
wv									
WI			1						
WY									
Non		x	\$100,000,000	1	\$20,000,000	\$0	\$0		Х